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RECORDATION NO. _____ FILE 1125

SEP 15 1988 - 10 35 AM

INTERSTATE COMMERCE COMMISSION

Telephone: 414-432-1400

Telecopier: 414-432-1460

September 9, 1988

Interstate Commerce Commission
Attention: Mildred Lee
12th and Constitutional Avenue NW
Room 2303
Washington, DC 20423

No. 8-259A041
SEP 15 1988
Date
Fee \$ 13.00
ICC Washington, D. C.

Enclosed are two copies of a Security Agreement between Westwind Rail Service, Inc. and Rail Cruise Partnership #1. A filing fee of \$13 is also enclosed. If you have any questions on this matter, please contact our office.

Very truly yours,

Robert E. Nelson

Robert E. Nelson

REN:clb
Enclosures

*Delivered Westwind Rail Service, Inc
P.O. Box 10208
Green Bay WI 54307
Second party*

100
TH
SEP 15 10 28 AM '88
MOTOR OPERATING UNIT

Interstate Commerce Commission
Washington, D.C. 20423

9/19/88

OFFICE OF THE SECRETARY

Robert E. Nelson
Nelson & Schmeling
Bellin Building
130 East Wlanut St.
P.O.Box 1268
Green Bay, Wisconsin 54305

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/15/88 at 10:35am , and assigned recordation number(s). 15819

Sincerely yours,

Narta L. McEneaney
Secretary

Enclosure(s)

SEP 15 1988 - 10 25 AM

Security Agreement INTERSTATE COMMERCE COMMISSION

Security Agreement between Westwind Rail Service, Inc. ("Corporation") and Rail Cruise Partnership #1, c/o Fred Whittinghill, 11D Saddlebrook Way, Wesley Chapel, Florida, 34249 ("Partnership").

PREAMBLE

A railroad passenger car known as the Manatee River was owned by Rail Cruise Partnership #1. A new corporation, Westwind Rail Service, Inc., has been formed by Douglas A. Ebert ("Doug"), Robert E. Nelson ("Bob"), and Fred L. Whittinghill ("Fred"). Fred was a partner in Rail Cruise Partnership #1 and has contributed a 25% interest in the Manatee River to the Corporation in exchange for 25% of its stock. Bob has paid Twenty Thousand Dollars (\$20,000) to the Partnership for a 25% interest in the Manatee River, which he has contributed to the Corporation for 25% of its stock.

Doug has paid Ten Thousand Dollars (\$10,000) to the Partnership and given it a note for Thirty Thousand Dollars (\$30,000) for a 50% interest in the Manatee River which he has contributed to the Corporation in exchange for 50% of its stock. Now the Corporation, Westwind Rail Service, Inc., is willing to grant the Partnership a security interest in the Manatee River as security for Doug's note.

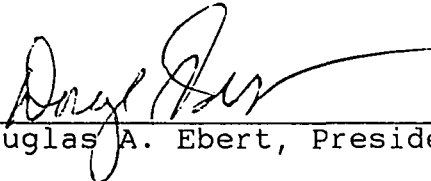
Security Interest

The Corporation, Westwind Rail Service, Inc., hereby grants security interest in a railroad passenger car, the Manatee River, being a seven double-bedroom, two drawing room sleeper, AMTRAK Number 800194, to the Partnership as security for the payment of a note in the principal amount of Thirty Thousand Dollars (\$30,000) signed by Doug on July 31, 1988 in favor of the Partnership.

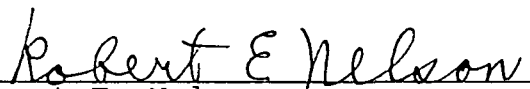
In accordance with the provisions and procedures of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C., paragraph 11303 and Part 1116 of Title 49 of the Code of Federal Regulations, two copies of this security agreement will be sent with a filing fee of Thirteen Dollars (\$13) to the following address: Interstate Commerce Commission, Attention: Mildred Lee, 12th and Constitutional Avenue N.W., Room 2303, Washington, D.C., 20423.

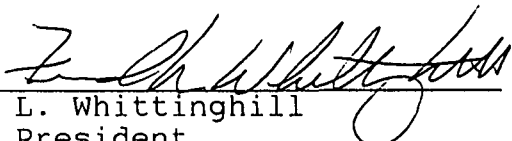
In Witness Whereof, the Corporation has signed this Security Agreement.

WESTWIND RAIL SERVICE, INC.

By: 
Douglas A. Ebert, President

ATTEST:


Robert E. Nelson
Secretary/Treasurer


Fred L. Whittinghill
Vice President

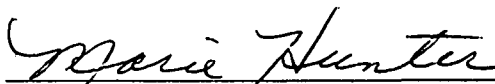
Acknowledgements

STATE OF Illinois)
COUNTY OF Cook) ss:

On August 15, 1988, before me, personally appeared Fred L. Whittinghill, who being duly sworn says that he is the Vice President of Westwind Rail Service, Inc. and that the above Security Agreement was signed and sealed on behalf of said corporation by authority of its board of directors and he acknowledges that the execution of the foregoing Security Agreement was a free act and deed of the corporation.

In Witness Whereof, I have hereunto set my hand and official seal.

(SEAL)


Notary Public
My Commission expires: 6-17-89

STATE OF ILLINOIS)
)
COUNTY OF Winnebago) ss:

On Sep 2, 1988, before me, personally appeared Douglas A. Gier, who being duly sworn says that he is the President of Westwind Rail Service, Inc. and that the above Security Agreement was signed and sealed on behalf of said corporation by authority of its board of directors and he acknowledges that the execution of the foregoing Security Agreement was a free act and deed of the corporation.

In Witness Whereof, I have hereunto set my hand and official



Crista Ann Parker
Notary Public
My Commission expires: 10/14/90

STATE OF WISCONSIN)
)
COUNTY OF BROWN) ss:

On August 15, 1988, before me, personally appeared Robert E. Nelson, who being duly sworn says that he is the Secretary-Treasurer of Westwind Rail Service, Inc. and that the above Security Agreement was signed and sealed on behalf of said corporation by authority of its board of directors and he acknowledges that the execution of the foregoing Security Agreement was a free act and deed of the corporation.

In Witness Whereof, I have hereunto set my hand and official seal.

(SEAL)

Cindy L. Baeb
Notary Public
My Commission expires: 6-30-91

REN:clb
7/13/88
secure.rr